Form (2)

Sr No. 4788-E

Dated 9.5.2014

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 726 /2014 Date 9 May 2014

The Permit is issued by the Myanmar Investment Commission according to the section 13, sub-section(b) of the Republic of the Union of Myanmar Foreign Investment Law:-

(a) Name of Investor/Promoter MR. KYUNGSIG HWANG

(b) Citizenship KOREAN

(c) Address 304-1903, HYUNDAI APT 111, 31, DOSIN-RO YEUNGDEUNGPO-GU, SEOUL REPUBLIC OF KOREA

(d) Name and Address of principal organization -

(e) Place of incorporation -

(f) Type of business in which investment is to be made MANUFACTURING AND MARKETING OF SESAME SEED POWDER AND EDIBLE OIL

(g) Place(s) at which investment is permitted PLOT NO. 394, MYAY TAING BLOCK NO. 49, WARTAYAR INDUSTRIAL ZONE, SHWEPYITHAR TOWNSHIP, YANGON REGION

(h) Amount of foreign capital US$ 2.100 MILLION

(i) Period for bringing in foreign capital WITHIN TWO YEARS FROM THE DATE OF ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 3.000 MILLION (INCLUDING US$2.100 MILLION)

(k) Construction period 2 YEARS

(l) Permitted duration of investment 30 YEARS

(m) Form of investment JOINT VENTURE

(n) Name of the economic organization to be formed in Myanmar KM GROUND INDUSTRIES CO., LTD.

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၇၂၆/၂၀၁၄ — ၂၀၁၄ ခုနှစ် မေလ ၉ ရက်

ပြည်ထောင်စုသမ္မတ မြန်မာနိုင်ငံတော်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ(ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ကမကထပြုသူ/ရင်းနှီးမြှုပ်နှံသူ၏အမည် MR. KYUNGSIG HWANG

(ခ) နိုင်ငံသား KOREAN

(ဂ) နေရပ်လိပ်စာ 304-1903, HYUNDAI APT 111,31, DOSIN-RO YEUNGDEUNGPO-GU, SEOUL, REPUBLIC OF KOREA

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့် လိပ်စာ -

(င) ဖွဲ့စည်းရာအရပ် -

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား နှမ်းဆီနှင့်နှမ်းစေ့မှုန့်ထုတ်လုပ်ရောင်းချခြင်းလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) မြေကွက်အမှတ် ၃၉၄ ၊ မြေတိုင်းရပ်ကွက်အမှတ် ၄၉၊ ဝါးတစ်ရာစက်မှုဇုန်၊ ရွှေပြည်သာမြို့နယ်၊ ရန်ကုန်တိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း ပမာဏ အမေရိကန်ဒေါ်လာ ၂.၁၀၀ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ
ကော်မရှင်ခွင့်ပြုမိန့်ရရှိသည့်နေ့မှ (၂) နှစ်အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၃.၀၀၀သန်းနှင့်ညီမျှသော မြန်မာကျပ်ငွေ(အမေရိကန်ဒေါ်လာ ၂.၁၀၀ သန်းအပါအဝင်)

(ဋ) တည်ဆောက်မှုကာလ ၂ နှစ်

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၃၀ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ဖက်စပ်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် စီးပွားရေး ဖွဲ့အစည်းအမည်
KM GROUND INDUSTRIES CO., LTD.

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
Building No.(32), Nay Pyi Taw

Our ref : DICA-1/FI-894/2014([illegible])E
Date : 9 May 2014

Tel: 067- 406334, 406075
Fax: 95-67-406333

Subject: **Decision of the Myanmar Investment Commission on the Proposal for "Manufacturing and Marketing of Sesame Seed Powder and Edible Oil" under the name of "KM Ground Industries Co., Ltd."**

Reference: KM Ground Industries Co., Ltd. Letter dated (23-9-2013)

1. The Myanmar Investment Commission, at its meeting (12/2014) held on (10-4-2014) had approved that the proposal for investment in "Manufacturing and Marketing of Sesame Seed Powder and Edible Oil" under the name of "KM Ground Industries Co., Ltd. "submitted as a Joint Venture between Mr. Kyungsig Hwang (70%) from Republic of Korea and Daw Htet Htet Thi (30%) from Myanmar.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the Foreign Investment Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 30 (thirty) years commencing from the date of signing of the Land Lease Agreement between Daw Htet Htet Thi and KM Ground Industries Co., Ltd.

4. The annual rent for the land shall be US$ 45000 (United States Dollar forty-five thousand only) calculated at the rate of US$ 7.7 square meter per year of the land measuring 5827.48 square meter (1.448 acres).

5. In issuing this "Permit," the Commission has granted, the followings exemptions and reliefs as per Chapter XII, section 27(a), (h), (i) and (k) of

the Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business, which are imported as they are actually required for use during the period of construction of business;

(c) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(d) As per section 27(k), exemption of relief from commercial tax on the goods produced for export.

6. Mr. Kyungsig Hwang shall have to sign the joint venture agreement with Daw Htet Htet Thi. KM Ground Industries Co., Ltd. shall have to sign the Land Lease Agreement with Daw Htet Htet Thi. After signing such Agreements, each of (5) copies shall have to be forwarded to the Commission.

7. KM Ground Industries Co., Ltd. in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum of Association and Articles of Association shall have to be forwarded to the Commission.

8. KM Ground Industries Co., Ltd. shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit" it shall become null and void.

9. KM Ground Industries Co., Ltd. has to abide by Chapter X, Rule 58 and 59 of the Foreign Investment Rules for construction period.

10. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension for the construction period shall not be allowed more than one except it is due to unavoidable events such as natural disasters, instabilities, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

11. As per Chapter X, Rule 63 of the Foreign Investment Rules, if KM Ground Industries Co., Ltd. cannot construct completely in time during the construction period or extension period, the Commission will have to withdraw the permit issued to the investor and there is no refund for the expenses of the project.

12. The commercial date of operation shall be reported to the Commission.

13. KM Ground Industries Co., Ltd. shall endeavour to meet the targets for production and export stated in the proposal as the minimum target.

14. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of the Foreign Investment Law and the KM Ground Industries Co., Ltd. has to follow the existing Labour Laws for the recruitment of staff and labour in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

15. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section-2 (i) of the Foreign Investment Law, other than foreign currency.

16. Whenever KM Ground Industries Co., Ltd. brings in foreign capital defined under Chapter I, section-2 (i) of the Foreign Investment Law, other than foreign currency in the manner stated in paragraph 15(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

17. KM Ground Industries Co., Ltd. has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 and for transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the State and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

18. KM Ground Industries Co., Ltd. shall report to the Commission for any alteration in the physical and financial plan of the project. Cost overrun, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

19. KM Ground Industries Co., Ltd. shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Initial Environmental Examination (IEE) process and an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with this EMP and to abide by the environmental

policy, Environmental Conservation Law and other environmental related rules and procedures.

20. After getting permit from Myanmar Investment Commission, KM Ground Industries Co., Ltd. shall have to be registered at the Directorate of Industrial Supervision and Inspection.

21. KM Ground Industries Co., Ltd. shall contribute 2% of the annual net profit for Corporate Social Responsibility (CSR) activities in Myanmar.

22. KM Ground Industries Co., Ltd. shall have to abide by the Fire Services Department's rules, regulation, directives and instruction. Moreover, fire prevention measures shall have to undertake such as water storage tank, fire extinguishers and provide training to use the fire fighting equipments.

23. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc., shall be made from export earning and local sales of KM Ground Industries Co., Ltd.

24. KM Ground Industries Co., Ltd. in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

Win Shein

(Win Shein)

Chairman

KM Ground Industries Co., Ltd.

cc: 1. Office of the Union Government of the Republic of the Union of Myanmar

2. Office of the Yangon Region Government

3. Ministry of National Planning and Economic Development

4. Ministry of Finance

5. Ministry of Commerce
6. Ministry of Industry
7. Ministry of Foreign Affairs
8. Ministry of Home Affairs
9. Ministry of Immigration and Population
10. Ministry of Labour, Employment and Social Security
11. Ministry of Environmental Conservation and Forestry
12. Ministry of Electric Power
13. Director General, Directorate of Investment and Company Administration
14. Director General, Directorate of Human Settlement and Housing Development
15. Director General, Directorate of Industrial Supervision and Inspection
16. Director General, Customs Department
17. Director General, Internal Revenue Department
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Managing Director, Myanma Insurance
21. Managing Director, Myanma Electric Power Enterprise
22. Director General, Directorate of Trade
23. Director General, Immigration and National Registration Department
24. Director General, Directorate of Labour
25. Director General, Department of Environmental Conservation
26. Director General, Fire Services Department
27. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)